

# TWIN CITIES ROTARY CLUB BYLAWS

## Article 1 Definitions

1. Board: The Board of Directors of this Club
2. Director: A Member of this Club's Board of Directors
3. Member: A Member, other than an Honorary Member, of this Club
4. RI: Rotary International
5. Year: The twelve-month period that begins on 1 July ending 30 June

## Article 2 Board

The governing body of this Club shall be the Board consisting of twelve (12) members of this Club, namely six (6) Directors elected in accordance with Article 3, of these Bylaws, and the President, President-Elect, Vice-President, Secretary, Treasurer, the Immediate Past President.

## Article 3 Election of Directors and Officers

**Section 1** – At three consecutive meetings, starting one (1) month prior to the annual meeting for election of officers, nominations will be presented by the nominating committee. The nominating committee shall be appointed as determined in the club policy manual. Nominations will be for Vice-President, Secretary, Treasurer and the six (6) Elected Directors as described in section 2 of this Article. At these meetings additional nominations can be accepted from the Membership. The candidates for Vice-President, Secretary, Treasurer, and the director positions receiving a majority of the votes shall be declared elected to their respective offices. The Vice-President, the President-Elect, the President, and the Immediate-Past President shall move forward through the Chairs upon confirmation from the Club Membership. A confirmation vote of the membership will be taken to confirm: the Vice-President to the position of President-Elect; the President-Elect to the position of President. The President will move to the position of Immediate Past President. The Board shall serve for the Rotary Year beginning July 1<sup>st</sup> and ending June 30<sup>th</sup>.

**Section 2** – The President, President-Elect, Vice-President, and Immediate Past-President shall serve a one (1) year term. Upon being elected to the position of Vice-President, the individual is agreeing to move through the positions of Vice-President, President-Elect, President and Immediate Past-President. The Secretary, Treasurer and the six (6) elected Directors shall serve two (2) year terms. The Secretary and three (3) Directors: Club Administration; Foundation; and Service Projects will be elected to serve terms starting on even years. The Treasurer and three Directors: Public Relations; Membership; and Fund Raising will be elected to serve terms starting on odd years.

**Section 3** – All positions shall be voted on, one position at a time. Uncontested positions may be voted by acclamation. Contested Officers and Directors shall be elected by a ballot vote.

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**Section 4** – If a person moving through the Chairs is not confirmed by the Membership, he or she will be removed from Office and not allowed to proceed through the Positions.

**Section 5** – A vacancy in the Board of any officer or director shall be appointed by the President, and confirmed by the Board. The appointee will complete the remainder of the term.

**Section 6** – A vacancy in the position of any officer-elect or director-elect shall be appointed by the president elect, and confirmed by the board-elect. The appointee will complete the remainder of the term.

### Article 4 Duties of Officers

**Section 1** – President. The President is responsible for the effective operation of the Standing & Ad-Hoc Committees. It shall be the duty of the President to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertains to the office of President.

**Section 2** – President-Elect. It shall be the duty of the President-Elect to serve as a Director and to perform such other duties as may be prescribed by the President or the Board. The President-Elect will preside at meetings in the absence of the President. The President-Elect is responsible for: filling vacancies; appointing committee chairs; appointing committee members; and conducting planning meetings for their Presidential year in office.

**Section 3** – Vice President. It shall be the duty of the Vice-President to perform such duties as may be prescribed by the President or the Board.

**Section 4** – Secretary. It shall be the duty of the Secretary to: keep membership records; record attendance at meetings; send out notices of Club, Board, and Committee Meetings; record and preserve meeting minutes; preserve an updated version of the bylaws, policy manual and Constitution; report as required to RI, including the semi-annual reports of membership of each active member; report changes in membership; provide the monthly attendance report; and perform other duties as usually pertain to the office of Secretary.

**Section 5** – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for them to the Club annually, and with a monthly accounting furnished to the board prior to each Board meeting. The Treasurer shall perform other duties as usually pertain to the office of Treasurer. The Treasurer shall be the Chair of the Finance Committee. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club records or property.

**Section 6** – The Twin Cities Rotary Policy Manual may contain specific responsibilities for the above officer positions.

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## Article 5 Meetings

**Section 1** – Annual Meeting. An Annual Meeting of this Club shall be held not later than December 31<sup>st</sup> of each year at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2** – The regular weekly meetings of this Club shall normally be held on Fridays at 7:00a.m. All Members in good standing (excepting an Honorary Member or Member excused pursuant to Article 8, Sections 3 and 4 of the Standard Rotary Club Constitution) in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member being present for at least fifty percent (50%) of the regular meetings in each half of the Rotary year, either at this Club, a Club function, or any other Rotary Club, or as otherwise provided in the Standard Rotary Club Constitution, Article 8 Sections 1 and 2.

**Section 3** – One-third of the membership shall constitute a quorum at the meetings of this Club.

**Section 4** – Regular meetings of the Board shall be held each month. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of four (4) Directors.

**Section 5** – A majority of the Directors and Officers shall constitute a quorum of the Board.

## Article 6 Fees and Dues

**Section 1** – An initiation fee will be paid before the applicant can qualify as a member. The fees will be set by the Board of Directors and the dollar amount set in the Policy Manual.

**Section 2** – Membership Dues shall be paid annually in full at the beginning of the Rotary year. The amount of these dues shall be set by the Board of Directors and confirmed by the membership. The Actual amount will be posted in the Policy Manual.

**Section 3** – A pro-rated dues schedule shall be established for new members joining after the first of the Rotary Year, the pro-ration schedule will be addressed in the Policy Manual.

## Article 7 Method of Voting

The business of this Club and the Board shall normally be transacted by voice vote. The Board or the Club may require that an important decision be considered by ballot rather than by voice vote.

## Article 8 Five Avenues of Service

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This Club will be active in each of the Five Avenues of Service.

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## Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based on the Five Avenues of Service. The Vice-President, President-Elect, President, and Immediate Past President should work together to ensure continuity of leadership and succession planning. It is recommended that each Committee Chair have previous experience as a member of the respective committee. Each elected Director shall serve as Chair of one (1) of the six (6) Standing Committees; the Treasurer will chair the Finance Committee. See Appendix "B" for Twin Cities Committee Structure. The Standing Committees are as follows:

**Membership** – This Committee develops and implements a comprehensive plan for the recruitment and retention of Members.

**Fundraising** – This Committee develops and implements fund raising projects to support administration and service projects.

**Public Image** – This Committee develops and implements plans to provide the public with information about Rotary and to promote the Club and Club's service projects.

**Administration** – This Committee conducts activities associated with the effective operation of the Club.

**Service Projects** – This Committee develops and implements educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

**The Rotary Foundation** – This Committee develops and implements plans to support the Rotary Foundation through both financial contributions and program participation.

**Finance Committee** – This Committee reviews financial processes and transactions and reports to the board.

Note – Additional Ad-Hoc Committees may be appointed by the President as needed.

- (a) The President shall be an ex-officio member of all Committees.
- (b) Each Committee shall transact its business as defined by the Bylaws and Policy Manual and such additional business as may be referred by the President and/or the Board. Except where special authority is given by the Board, such Committees shall not take action until a report has been made and approved by the Board.
- (c) Each Chair shall be responsible for meetings and activities of the Committee. The Chair shall supervise and coordinate the work of the Committee and shall report to the Board and/or the President on all Committee activities.

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## **Article 10 Duties of Committees**

Each Committee shall have a specific mandate, clearly defined goals, and action plans established by the end of May each year for implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for Club Committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

## **Article 11 Leave of Absence**

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time. A Leave of Absence shall not exceed twelve (12) months. A Leave of Absence prevents forfeiture of membership; however, it does not give the member credit for attendance nor does the Club receive credit for the Member's attendance.

## **Article 12 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the President shall prepare, with the Board's approval, a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two (2) separate sections: one (1) for administration, the club operations and one (1) for service, the club service operations.

**Section 2** – The Treasurer shall deposit all club funds in a bank(s), named by the Board. The Club funds shall be divided into two (2) separate accounts: one (1) for administration, the club operations; and one (1) for service, the club service projects.

**Section 3** – Expenditures: The Club shall require all checks be signed by two (2) approved members of the Board, as stated in the Club Policy Manual.

**Section 4** – Any resolution or motion offered at a Club Meeting which would commit non-budgeted Club funds, shall be handled as prescribed in the Policy Manual.

**Section 5** – Financial transactions and processes will be reviewed on a periodic basis by the finance committee, chaired by the Treasurer. Monthly financial statements will be prepared by the Treasurer and submitted to the Board of Directors for review.

**Section 6** – A thorough review of all financial procedures shall be made at the end of each Rotary year by a qualified person selected by the Board.

**Section 7** – Officers having charge or control of club funds shall be bonded if required by the Board for the safe custody of the funds of the Club, cost of the bond to be borne by the Club.

**Section 8** – The fiscal year of this Club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>. All RI and District Dues and Fees shall be paid in accordance with RI and District requirements.

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## Article 13 Method of Electing Regular and Honorary Members

**Section 1** – The name of a prospective Member proposed by an active Member of the Club shall be submitted to the Membership Committee. A transferring or former Member of another Club may be proposed to active membership by an active Member to the Membership Committee. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** – The Membership Committee shall ensure that the proposal meets all the classification and membership requirements of this Club and the Standard Rotary Club Constitution. Upon establishing that the proposal meets all requirements, they shall be forwarded to the Board.

**Section 3** – The Board shall approve or disapprove the proposal within Forty-Five (45) days of its submission, and shall notify the proposer, through the Membership Chairperson, of its decision.

**Section 4** – If the decision of the Board is favorable, the prospective Member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective Member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be communicated to the Club.

**Section 5** – If no written objection to the proposal, stating reasons, is received by the Board from any Member of the Club within Ten (10) days following publication of information about the prospective Member, that person, upon payment of the admission fee (if not an honorary membership), as prescribed in these Bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board, the Board shall vote on this matter at its next regular meeting. If approved despite the objection, the proposed Member, upon payment of the admission fee (if not an Honorary Membership), as prescribed by these Bylaws, shall be considered to be elected to membership.

**Section 6** – The Membership Chair shall arrange for the new Member's induction, membership card, and new member Rotary literature. The Secretary will report the new member information to RI. The Membership Chair will assign a mentor to assist with the new member's assimilation into the club. The new member will be assigned to a club committee, function, or project.

## Article 14 Resolutions

Any resolution or motion offered and passed at a Club Meeting which changes the goals, plans, or budget of the Club, shall be sent to the board for approval prior to implementation. Any resolution or motion offered and passed at a Board Meeting which changes the goals, plans, or budget of the Club, shall be communicated to the Club.

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## **Article 15 Order of Business**

### **Agenda for a Typical Twin Cities Rotary Club Meeting:**

Meeting called to order  
Pledge of Allegiance  
Prayer  
Four (4) Way Test  
Introduction of Visiting Rotarians and Guests  
Correspondence, announcement and Rotary information  
Committee reports  
Any unfinished business  
Any new business  
Address or other program features  
Adjournment

## **Article 16 Amendments**

These Bylaws may be amended at any regular Club Meeting; provided a quorum is present; with a two-thirds vote of the Members present; provided that notice of such proposed amendments shall have been communicated by e-mail and / or US Mail to each Member at least ten (10) days prior to such Meeting. Amendments or additions to these Bylaws must be in harmony with the Constitution, Bylaws, and Manual of Procedures of RI.

## **Article 17 Policy Manual**

**Section 1** – Consistent with the practices of Rotary International and District 5020, the Club will utilize a “Twin Cities Rotary Club Policy Manual” to contain a limited number of important policies for the operation and management of Club. It is envisioned that this Club Policy Manual will not attempt to capture every nuance or detail of Club operation but will address issues where Club leadership with the concurrence of the Members have determined that the issue in question is important, or is an ongoing issue and is worthy of being discussed and specifically put into place.

**Section 2** – Additions, modifications, or deletions of the Club Policy Manual can be made only by an affirmative vote of the Board followed by an affirmative vote of the membership at a regular Club meeting, provided a quorum is present and with a two-thirds vote of the Members present. Appropriate time will be provided for open discussion among the members present at such meeting. Any Member in good standing may request changes in the Club Policy Manual.